

CERTIFICATION OF ADOPTION OF DIRECTORS' RESOLUTION

At a duly constituted meeting of the Board of Directors of _____,
held on _____ day of _____, 20____, the following resolution was adopted:

WHEREAS, _____, a FDIC insured depository institution, desires to be a Qualified Public Depository for Alabama public deposits pursuant to applicable Alabama law (the "SAFE Program"); and

WHEREAS, the SAFE Program applicable Alabama law requires the Depository to execute a Contingent Liability Agreement, Collateral Agreement(s), and an Authorized Representative(s) and Signature Certification in order to meet the requirements of a Qualified Public Depository; and

WHEREAS, the Depository also may execute a Federal Home Loan Bank Letters of Credit Agreement Governing Use (the "LC Agreement") in order to use Federal Home Loan Bank letters of credit issued for the account of the Depository in connection with satisfying the Depository's collateral-pledging requirement under the SAFE Program.

NOW, THEREFORE, it is hereby

RESOLVED, that the Board of Directors do hereby affirm that the Contingent Liability Agreement, dated _____, all and any Collateral Agreements which this institution may enter into in order to hold public deposits of the state of Alabama under the SAFE Program, the LC Application and Agreement, if applicable, and an Authorized Representative(s) and Signature Certification, have been formally adopted by the Board of Directors.

FURTHER RESOLVED, that the Contingent Liability Agreement, any and all Collateral Agreements, the LC Application and Agreement, if applicable, and the Authorized Representative and Signature Certification, shall be an official record of this Depository.

I, the undersigned, Secretary of _____, do hereby certify that the foregoing is a true, complete and accurate copy of the resolution duly adopted by the Board of Directors at a meeting held on the aforementioned date, at which a quorum of the directors were present; and do further hereby certify that the resolution has not been altered, amended, appealed or rescinded and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Depository this _____ day of _____, 20____.

(Seal)

By: _____
Secretary